



SUPERFUND RECORDS

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
AMERICAN SMELTERS SECURITIES COMPANY,
DECREASING ITS AUTHORIZED CAPITAL STOCK.

The undersigned, American Smelters Securities Company, a corporation organized under the laws of the State of New Jersey, and Daniel Guggenheim and William E. Morriss, respectively President and Secretary of said corporation, hereby certify as follows:

FIRST:- That the principal office of the corporation is at Number 15 Exchange Place, Jersey City, Hudson County, New Jersey, and that the agent therein in charge thereof and upon whom process against the corporation may be served is John J. Treacy.

SECOND:- That the Board of Directors of said corporation, at a meeting duly convened and held on the 20th day of August, 1918, passed a resolution, of which the following is a true copy.

"RESOLVED, that it is advisable to decrease the total authorized capital stock of American Smelters Securities Company from Seventy-seven million dollars (\$77,000,000), divided into seven hundred and seventy thousand (770,000) shares of the par value of one hundred dollars (\$100) each; of which seventeen million dollars (\$17,000,000), consisting of one hundred and seventy thousand (170,000) shares of one hundred dollars (\$100) each, is known as Preferred Stock, Series A, thirty million dollars (\$30,000,000), consisting of three hundred thousand (300,000) shares of one hundred dollars (\$100) each, is known as Preferred Stock, Series B; and the remaining thirty million dollars (\$30,000,000), consisting of three hundred thousand (300,000) shares of one hundred dollars (\$100) each, is known as Common Stock, to Sixty-five million dollars (\$65,000,000), divided into six hundred and fifty thousand (650,000) shares, of the par value of one hundred dollars (\$100) each,

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of which seventeen million dollars (\$17,000,000), consisting of one hundred and seventy thousand (170,000) shares of one hundred dollars (\$100) each, shall be known as Preferred Stock, Series A; thirty million dollars (\$30,000,000), consisting of three hundred thousand (300,000) shares of one hundred dollars (\$100) each, shall be known as Preferred Stock, Series B; and the remaining Eighteen million dollars (\$18,000,000), consisting of one hundred and eighty thousand (180,000) shares of one hundred dollars (\$100) each, shall be known as Common Stock, and to amend Article 'Fourth (a)' of the certificate of incorporation of said corporation to read as follows:

'FOURTH. (a) The amount of the total authorized capital stock shall be Sixty-five million dollars (\$65,000,000), divided into six hundred and fifty thousand (650,000) shares of the par value of one hundred dollars (\$100) each; of which seventeen million dollars (\$17,000,000), consisting of one hundred and seventy thousand (170,000) shares of one hundred dollars (\$100) each, shall be known as Preferred Stock, Series A; thirty million dollars (\$30,000,000), consisting of three hundred thousand (300,000) shares of one hundred dollars (\$100) each, shall be known as Preferred Stock, Series B; and the remaining eighteen million dollars (\$18,000,000), consisting of one hundred and eighty thousand (180,000) shares of one hundred dollars (\$100) each, shall be known as Common Stock.'

and called a meeting of the stockholders, to be held at the principal office of the Company at 15 Exchange Place, Jersey City, Hudson County, New Jersey, on the 20th day of August, 1918, at eleven o'clock, a.m., to take action thereon.

THIRD:- That thereafter, on the 20th day of August, 1918, pursuant to such call of the Board of Directors and upon notice given to each stockholder of record entitled to vote thereat, as provided in the by-laws, a special meeting of the stockholders of the corporation was held at said principal office of the corporation, at which meeting more than two-thirds in interest of the holders of the common stock of the corporation were present in person or by proxy, and that more than two-thirds in interest of the holders of the common stock of the corporation voted in favor of the adoption of the following resolution:

"RESOLVED, that Article 'Fourth (a)' of the certificate of incorporation of American Smelters Securities Company be, and the same hereby is, amended to read as follows:

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FOURTH. (a) The amount of the total authorized capital stock shall be Sixty-five million dollars (\$65,000,000), divided into six hundred and fifty thousand (650,000) shares of the par value of one hundred dollars (\$100) each; of which seventeen million dollars (\$17,000,000), consisting of one hundred and seventy thousand (170,000) shares of one hundred dollars (\$100) each, shall be known as Preferred Stock, Series A; thirty million dollars (\$30,000,000), consisting of three hundred thousand (300,000) shares of one hundred dollars (\$100) each, shall be known as Preferred Stock, Series B; and the remaining eighteen million dollars (\$18,000,000), consisting of one hundred and eighty thousand (180,000) shares of one hundred dollars (\$100) each, shall be known as Common Stock.' "

FOURTH:- That, under the provisions contained in the certificate of incorporation of the said corporation, the holders of the common stock of the said corporation is the only class of the stockholders thereof who had the right or power to vote upon such resolution at the said meeting.

FIFTH:- That, at said meeting of the stockholders, the said decrease of the authorized capital stock of the said corporation and the said amendment of Article "Fourth (a)" of the certificate of incorporation of the said corporation were assented to in writing by more than two-thirds in interest of each class of the stockholders having power to vote thereon, which said assent is hereto appended.

SIXTH:- That one hundred and seventy thousand (170,000) shares of Preferred Stock, Series A, three hundred thousand (300,000) shares of Preferred Stock, Series B, and three hundred thousand (300,000) shares of Common Stock of the said corporation are issued and outstanding.

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1000.000) number of the day of one
(1000.000) stated into six hundred and fifty
eighty four and six hundred and fifty
eighty four (7) the amount of the cost of the

IN WITNESS WHEREOF, the corporate name of said
American Smelters Securities Company has been hereunto
subscribed by its President and its corporate seal hereunto
affixed and the President and Secretary thereof have hereto
signed their names respectively the 20th day of August
1918.

AMERICAN SMELTERS SECURITIES COMPANY,

By

David J. Guggenheim

President

David J. Guggenheim

President of American Smelters Securities Co.

W. E. Merrill

Secretary of American Smelters Securities Co.

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ASSENT OF STOCKHOLDERS.

The undersigned, being more than two-thirds in interest of the stockholders of the common stock of American Smelters Securities Company, being the only class of stockholders thereof having power to vote upon a proposition to decrease the total authorized capital stock of the said Company and to amend the certificate of incorporation of the said Company to provide therefor, having, at a meeting regularly called for that purpose, voted in favor of decreasing the total authorized capital stock of the said Company from Seventy-seven million dollars (\$77,000,000.), divided into Seven hundred and seventy thousand (770,000) shares, of the par value of One hundred dollars (\$100.) each; of which Seventeen million dollars (\$17,000,000.), consisting of One hundred and seventy thousand (170,000) shares, of One hundred dollars (\$100.) each, is known as Preferred Stock, Series A; Thirty million dollars (\$30,000,000), consisting of Three hundred thousand (300,000) shares, of One hundred dollars (\$100.) each, is known as Preferred Stock, Series B, and the remaining Thirty million dollars (\$30,000,000), consisting of Three hundred thousand (300,000) shares, of One hundred dollars (\$100.) each, is known as Common Stock; to Sixty-five million dollars (\$65,000,000.), divided into Six hundred and fifty thousand (650,000) shares, of the par value of One hundred dollars (\$100) each; of which Seventeen million dollars (\$17,000,000.), consisting of One hundred and seventy thousand (170,000) shares, of One hundred dollars (\$100.) each, shall be known as Preferred Stock, Series A, Thirty million dollars (\$30,000,000.), consisting of Three hundred thousand (300,000) shares, of One hundred dollars (\$100.) each, shall be known as Preferred Stock, Series B;

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and the remaining Eighteen million dollars (\$18,000,000.), consisting of One hundred and eighty thousand (180,000) shares, of One hundred dollars (\$100.) each, shall be known as Common Stock; and of the amendment of Article "Fourth (a)" of the certificate of incorporation of the said Company, as set forth in the above certificate, do now, pursuant to law, give our written assent to the said decrease of the total authorized capital stock of the said Company, as above set forth, and to the said amendment of Article "Fourth (a)" of the certificate of incorporation of the said Company.

WITNESS our hands this 20th day of August 1918.

<u>Names.</u>	<u>Number of Shares.</u>
American Smelting and Refining Company.	299,971
Daniel Guggenheim.	1
S. P. Guggenheim.	1
Simon Guggenheim.	1
Willard S. Moore.	1
H. A. Gress.	1
Frank W. Hills.	1
Karl Eilers.	1
Charles E. A. S.	1
By Francis R. Foraker and W. Emerald.	299,979.

Proxies for each of the
above named stockholders
thereunto duly authorized.

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STATE OF NEW YORK :
: ss:
COUNTY OF NEW YORK :

BE IT REMEMBERED that, on this *23rd* day of *August* 1918, before me, the subscriber, a Notary Public in and for the County of New York, personally appeared WILLIAM E. MERRISS, Secretary of American Smelters Securities Company, the corporation mentioned in and which executed the foregoing certificate, who, being by me duly sworn, on his oath says: That he is such Secretary and that the seal affixed to such certificate is the corporate seal of the said corporation, the same being well known to him; that Daniel Guggenheim is President of said corporation and signed said certificate and affixed said seal thereto and delivered said certificate by authority of the Board of Directors and with the assent of at least two-thirds in interest of the holders of the common stock of the said corporation, as and for his voluntary act and deed and the voluntary act and deed of said corporation, in presence of deponent, who thereupon subscribed his name thereto as witness.

And he further says that the said corporation has never defaulted in the payment of any dividends upon its Preferred Stock, Series A, or upon its Preferred Stock, Series B, and that under the provisions contained in the certificate of incorporation of the said corporation, the common stock thereof is the only class of stock which had or has any power to vote in favor of the decrease of the authorized capital stock of the corporation and the amendment of its certificate of incorporation to provide therefor.

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And he further says that the total authorized capital stock of the Company, consisting of Seventy-seven million dollars (\$77,000,000.), divided into Seven hundred and seventy thousand (770,000) shares, of the par value of One hundred dollars (\$100.) each, of which Seventeen million dollars (\$17,000,000.), consisting of One hundred and seventy thousand (170,000) shares, of One hundred dollars (\$100.) each, is known as Preferred Stock, Series A; Thirty million dollars (\$30,000,000.), consisting of Three hundred thousand (300,000) shares, of One hundred dollars (\$100.) each, is known as Preferred Stock, Series B, and the remaining Thirty million dollars (\$30,000,000.), consisting of Three hundred thousand (300,000) shares, of One hundred dollars (\$100.) each, is known as Common Stock; is issued and outstanding, and that the assent hereto appended is signed by at least two-thirds in interest of the holders of the common stock of the said corporation, either in person or by their several duly constituted attorneys-in-fact, thereunto duly authorized in writing.

Sworn to before me this 23rd day of:

August, 1915.

McCollum

Notary Public, Washington, D.C.

My commission expires July 1917

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And he further says that the total authorized capital stock of the Company, consisting of Seventy-seven million dollars (\$77,000,000.), divided into Seven hundred and seventy thousand (770,000) shares, of the par value of One hundred dollars (\$100.) each; of which Seventeen million dollars (\$17,000,000.), consisting of One hundred and seventy thousand (170,000) shares, of One hundred dollars (\$100.) each, is known as Preferred Stock, Series A; Thirty million dollars (\$30,000,000.), consisting of Three hundred thousand (300,000) shares, of One hundred dollars (\$100.) each, is known as Preferred Stock, Series B; and the remaining Thirty million dollars (\$30,000,000.), consisting of Three hundred thousand (300,000) shares, of One hundred dollars (\$100.) each, is known as Common Stock; is issued and outstanding, and that the assent hereto appended is signed by at least two-thirds in interest of the holders of the common stock of the said corporation, either in person or by their several duly constituted attorneys-in-fact, thereunto duly authorized in writing.

Sworn to before me this 23rd day of:

August, 1916.

Notary Public, Westchester County, N.Y.

State of New York,
County of New York, } ss

No. 79226 Series B

I, WILLIAM F. SCHNEIDER, Clerk of the County of New York, and also Clerk of the Supreme Court for the said County, the same being a Court of Record, DO HEREBY CERTIFY, That

whose name is subscribed to the deposition or certificate of the proof or acknowledgment of the annexed instrument, and thereon written, was, at the time of taking such deposition or proof and acknowledgment, a Notary Public, acting in and for the said County, duly commissioned and sworn, and authorized by the laws of said State to take depositions and also acknowledgments and proofs of Deeds, or conveyances for land, tenements or hereditaments in said State of New York. That there is on file in the Clerk's office of the County of New York, a certified copy of his appointment and qualification as Notary Public of the County of New York, and that the signature of such Notary Public, and verily believe that the signature to said deposition, or certificate of proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County this 23rd day of August, 1916.

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W. F. Schneider
Clerk.

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